

Stuart J. Baskin (SB 9936)
John Gueli (JG 8427)
Daniel Schimmel (DS 7463)
Daniel M. Segal (DS 2106)
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022-6069
(212) 848-4744

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
JOHNSON & JOHNSON, a New Jersey Corporation,	:
	:
Plaintiff,	:
	:
- against -	:
	:
GUIDANT CORPORATION, an Indiana Corporation, BOSTON SCIENTIFIC CORPORATION, a Delaware Corporation, and ABBOTT LABORATORIES, an Illinois Corporation,	:
	:
Defendants.	:
-----X	

Civil Action No. 06 CV 7685 (GEL)

**NOTICE OF MOTION AND MOTION OF
DEFENDANTS GUIDANT CORPORATION AND BOSTON SCIENTIFIC
CORPORATION TO DISMISS PLAINTIFF'S COMPLAINT**

PLEASE TAKE NOTICE that defendants Guidant Corporation and Boston Scientific Corporation ("Defendants") hereby move this Court, before the Honorable Gerard E. Lynch, at the United States District Court for the Southern District of New York, 500 Pearl Street, New York, NY 10007, for an order dismissing plaintiff's complaint without leave to replead, and granting such other and further relief as the Court deems just and proper.

This motion is made pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure on the grounds that (1) no claim for breach of contract has been stated, (2) no claim

has been stated for breach of an implied duty of good faith and fair dealing, and (3) the complaint fails to state a claim for tortious interference with contract.

This motion is based upon Defendants' memorandum of law filed contemporaneously herewith, the accompanying declaration of John Gueli and the exhibits annexed thereto, all the papers and pleadings on file in this action, such matters and facts of which the Court may take judicial notice, and the argument of counsel herein.

Dated: New York, New York
November 15, 2006

SHEARMAN & STERLING LLP

By: /s/ John Gueli
Stuart J. Baskin (SB 9936)
John Gueli (JG 8427)
Daniel Schimmel (DS 7463)
Daniel M. Segal (DS 2106)

599 Lexington Avenue
New York, NY 10022-6069
Telephone: (212) 848-4000
Facsimile: (212) 848-7179

*Attorneys for Defendants
Guidant Corporation and
Boston Scientific Corporation*